

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

-----X

In re:	:	Chapter 11
W.R. GRACE & CO., <i>et al.</i> ,	:	Case No. 01-1139 (JFK)
Debtors.	:	(Jointly Administered)

-----X

**NOTICE OF DISPOSITION OF EQUITY SECURITIES**

PLEASE TAKE NOTICE that Merrill Lynch Investment Solutions – York Event-Driven UCITS Fund (“York UCITS”) hereby provides notice of its disposition of one or more shares of the equity securities (the “Equity Securities”) of W.R. Grace & Co. or an Option with respect thereto (the “Transfer”).

PLEASE TAKE FURTHER NOTICE that on February 14, 2011, York UCITS filed a Notice of Status as a Substantial Equityholder<sup>1</sup> with the United States Bankruptcy Court for the District of Delaware (the “Court”) and served copies thereof on the Debtors’ counsel.

PLEASE TAKE FURTHER NOTICE that York UCITS Beneficially Owned, immediately prior to the Transfer described in this Notice, 291,600 shares of Equity Securities of W.R. Grace & Co.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Transfer, York UCITS disposed of 26,701 shares of Equity Securities. Following the Transfer, York UCITS Beneficially Owns 264,899 shares of Equity Securities.

PLEASE TAKE FURTHER NOTICE that, under penalty of perjury, York UCITS hereby declares that it has examined this Notice and accompanying attachments (if any), and, to the best of its knowledge and belief, this Notice and any attachments that purport to be part of this Notice are true, correct and complete.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Final Order of this Court, entered on January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures, this Notice is being (A) filed with the Court, and (B) served upon Baer Higgins & Fruchtman LLC, counsel to the Debtors, 111 E. Wacker Drive, Suite 2800, Chicago, Illinois 60601-4211, Attn.: Janet S. Baer, Esq.

---

<sup>1</sup> For purposes of this Notice, all capitalized terms not defined herein shall have the same meaning as is set forth in the Final Order of this Court, entered January 26, 2005, Limiting Certain Transfers of Equity Securities of the Debtors and Approving Related Notice Procedures.

York UCITS understands that any further transaction that may result in York UCITS selling, trading or otherwise transferring shares of Equity Securities (or an Option with respect thereto) may each require an additional notice filed with the Court to be served in the same manner as this Notice.

Dated: July 29, 2011  
New York, New York

Respectfully submitted,

Merrill Lynch Investment Solutions -- York  
Event-Driven UCITS Fund

By: \_\_\_\_\_

Name: Daniel A. Schwartz  
Title: Chief Investment Officer of its  
General Partner  
York Capital Management  
767 5<sup>th</sup> Ave., 17<sup>th</sup> Floor  
New York, NY 10153  
Ph 212-710-6549  
Fax 212-710-6590